

ORNELL JOHN A  
Form 4/A  
October 30, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ORNELL JOHN A

2. Issuer Name and Ticker or Trading Symbol  
WATERS CORP /DE/ [WAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
34 MAPLE STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/26/2007

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CFO

MILFORD, MA 01757-3696

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/29/2007

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/26/2007	10/26/2007	M		47,600	A	\$ 23.0625
					47,604		(1)
Common Stock	10/26/2007	10/26/2007	M		9,400	A	\$ 23.0625
					57,004		(1)
Common Stock	10/26/2007	10/26/2007	M		3,000	A	\$ 23.0625
					60,004		(1)
Common Stock	10/26/2007	10/26/2007	S		9,400	D	\$ 75.5312
					50,604		(1)
Common Stock	10/26/2007	10/26/2007	S		47,600	D	\$ 75.9503
					3,004		(1)

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Common Stock	6,352.94	I	By 401K Plan
Common Stock	3,000	I	By Daughters
Common Stock	3,947	I	By ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	9,400	12/09/2000	12/09/2009	Common Stock	9,400
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	47,600	12/09/2000	12/09/2009	Common Stock	47,600
Stock Option (Right to Buy)	\$ 23.0625	10/26/2007	10/26/2007	M	3,000	12/09/2000	12/09/2009	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNELL JOHN A 34 MAPLE STREET			CFO	

MILFORD, MA 01757-3696

## Signatures

JOHN ORNELL

10/26/2007

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Form amended to reflect the retention of rather than the disposition of 3000 shares as previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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